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FORM D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Num	ber:	3235-0076				
Expires:	Apri	1 30,2008 ge burden				
Estimated	averaç	ge burden				
hours per r	espon	se16.00				

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SE	USE ONLY	
Prefix	Serial	
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	1	

Name of Offering (check if this is an amendment	and name has changed, and indi	cate change.)		
Leviathan Diversified Fund 1XL, L.P. Filing Under (Check box(es) that apply): Rule 5 Type of Filing: New Filing Amendment	04 Rule 505 Rule 506	Section 4(6)	DE CEIV	100
·	A. BASIC IDENTIFICATION	N DATA	12 -126.	
1. Enter the information requested about the issuer				006
Name of Issuer (check if this is an amendment an Leviathan Diversified Fund 1XL, L.P.	d name has changed, and indicate	change.)	[2/3 [2/3]	STON
Address of Executive Offices	(Number and Street, City, S	tate, Zip Code)	Telephone Number (Including Area Code)
125 Arbuelo Way, Los Altos, California 94022			(650) 941-3000	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City,	State, Zip Code)	Telephone Number	(Including Area Code)
Brief Description of Business	1			/
Investment Fund	•			PROCESSE
	artnership, already formed artnership, to be formed Month Year (please specify):	JAN 1 1 2007 THOMSON
Jurisdiction of Incorporation or Organization: (Enter to CN fo			:: de	FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

3 3 3 3		ar an clus ar i li ta Sara	A. BASIC ID	ENTIFICATION DATA		7	
2. Enter the	e information re	equested for the fo	llowing:				
• Eac	ch promoter of	the issuer, if the is	suer has been organized w	vithin the past five years;			
• Eac	ch beneficial ow	ner having the pow	ver to vote or dispose, or di	rect the vote or disposition	of, 10% or more o	f a class	of equity securities of the issuer.
• Eac	ch executive of	ficer and director o	f corporate issuers and of	corporate general and ma	naging partners of	partner	ship issuers; and
• Eac	ch general and	managing partner o	of partnership issuers.				
Check Box(es	s) that Apply:	✓ Promoter	Beneficial Owner	Executive Officer	Director	Z	General and/or Managing Partner
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or							
				ode)			
Check Box(es	s) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		
		if individual)					
		•		ode)			
Check Box(es	s) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		
Full Name (La	ast name first, i	f individual)					
Business or R	esidence Addre	ess (Number and	Street, City, State, Zip Co	ode)	·	•	
Check Box(es	i) that Apply;	Promoter	Beneficial Owner	Executive Officer	Director		
Full Name (L	ast name first,	f individual)				-	
Business or R	esidence Addre	ss (Number and	Street, City, State, Zip Co	ode)			
			í				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director		
Full Name (La	ast name first, i	f individual)	,				
Business or R	esidence Addre	ess (Number and	Street, City, State, Zip Co	ode)			
Check Box(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		
Full Name (L	ast name first, i	f individual)					
Business or R	esidence Addre	ess (Number and	Street, City, State, Zip Co	ode)			
Check Box(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		
Full Name (L	ast name first,	f individual)	,				
Business or R	esidence Addre	ss (Number and	Street, City, State, Zip Co	ode)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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1 17	. : 1	4 4	L		11			. 41.1 66	: o		Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											X	
•											¢ 1,0	00,000.00
2. What is the minimum investment that will be accepted from any individual?											Yes	No
3. Does th	ne offering	permit join	t ownershi	p of a sing	le unit?				***************************************	•••••	R	
										irectly, any		
										he offering. with a state		
or state	s, list the n		roker or de	ealer. If mo	ore than fiv	e (5) person	ns to be list	ed are asso		ons of such		
Full Name (e miorman	ion for mat	DIOKEI OI	dealer only		-			
· un rume (Lust nume	11131, 11 1110	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,									
Business or	Residence	Address (N	lumber and	d Street, C	ity, State, Z	(ip Code)		· -				
Name of As	sociated B	roker or De	aler					···				
States in W	high Darcor	Listed Us	c Caliaitad	or Intende	to Policit	Durchasars						
		s" or check										1 States
(Circun			1110171000									
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA]	H	ID NO
[IL] [MT]	[NE]	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	<u>М1</u> ОН)	MN OK	MS OR	MO PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name (Last name	first if ind	ividual)									
Tun Manie (East name	1113t, 11 111 u	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						,			
Business or	r Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)					-	
Name of As	sociated B	oker or De	aler		·				•			
States in W												
(Check	"All State:	s" or check	individual	States)				***************			☐ Al	1 States
AL	AK	ΑZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	1D
IL (IN STEE	IA	KS	KŸ	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	NV SD	NH TN	NJ TX	ŅM) UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
					(01)		<u>(77)</u>	Ų M				
Full Name (Last name	iirsi, ii ina	iviqual)		ı							
Business or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)						
Name of As	sociated B	roker or De	aler		· ·					_		
States in W	hich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	;					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)								□ Al	l States			
AL	AK	ΑZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE)	NV	NH	NJ	NM	NY	NC VA	ND	OH	OK)	OR WV	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

C: OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter the aggregate offering price of securities included in this offering and the total amount alreads sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	c i	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
•	Common Preferred.		
	Convertible Securities (including warrants)		\$
	Partnership Interests	\$ 50,000,000.00	\$_2,001,000.00
	Other (Specify)	\$	\$
	Total	\$ 50,000,000.00	\$ 2,001,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	2	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	3	\$ 2,001,000.00
	Non-accredited Investors	0	\$ 0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	e	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	41/4	§ 0.00
	Regulation A		\$ 0.00
	Rule 504		\$ 0.00
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure i not known, furnish an estimate and check the box to the left of the estimate.	e	
	Transfer Agent's Fees		s
	Printing and Engraving Costs		s
	Legal Fees		\$_15,000.00
	Accounting Fees		s
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Filing Fees and Expenses		\$_5,000.00
	Total		\$ 20,000.00

	C, OFFERING PRICE, NI	UMBER OF INVESTORS, EXPENSES A	ND USE OF PROCEEDS	
	b. Enter the difference between the aggregate of and total expenses furnished in response to Part C proceeds to the issuer."	offering price given in response to Part C — — Question 4.a. This difference is the "a	- Question 1 djusted gross	49,980,000.00
5.	Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for check the box to the left of the estimate. The total proceeds to the issuer set forth in response to I	r any purpose is not known, furnish an eal of the payments listed must equal the ad	stimate and	
	·		Payments to	
			Officers.	n.
		,	Directors, & Affiliates	Payments to Others
	Salaries and fees	;		
	Purchase of real estate			
	Purchase, rental or leasing and installation of a			_ 🖂 "
	and equipment	machinery		□\$
	Construction or leasing of plant buildings and			
	Acquisition of other businesses (including the offering that may be used in exchange for the a issuer pursuant to a merger)	value of securities involved in this	-	·. ·
	Repayment of indebtedness			
	Working capital	•		
	Other (specify): To Invest	!		49,980,000.00
	•			_ W
				T S
	· ·			
	Column Totals		\$ 0.00	_ \$_49,980,000.00
	Total Payments Listed (column totals added)			9,980,000.00
1		D. FEDERAL SIGNATURE	a(4)	3.24
sigi	e issuer has duly caused this notice to be signed by nature constitutes an undertaking by the issuer to information furnished by the issuer to any non-	the undersigned duly authorized person. furnish to the U.S. Securities and Excha	If this notice is filed under R nge Commission, upon writt	ule 505, the following en request of its staff.
lssu	uer (Print or Type)	Signature 1 1	Date	
	viathan Diversified Fund 1XL, L.P.	Mark D. Du	m 12/16	106
Nai	me of Signer (Print or Type)	Title of Signer (Print on Type)		

ATTENTION

President of the Issuer's general partner

Mark G. Johnson

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?

See Appendix. Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature / \	Date	
Leviathan Diversified Fund 1XL, L.P.	Wale H. John	12/16/06	
Name (Print or Type)	Title (Print or Type)		
Mark G. Johnson	President of the Issuer's general partner	,	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	" <u>"</u> "			AI	PENDIX		ret i secondigi		dr
Ì	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	×		Part/50000000						×
AK	×		Part/50000000						×
AZ	×		Part/50000000						×
AR	×		Part/50000000						×
CA	×		Part/50000000	3	\$2,001,000.4				×
СО	×		Part/50000000						×
СТ	×		Part/50000000						×
DE	×		Part/50000000						х
DC	×		Part/50000000						×
FL	×		Part/50000000	:					×
GA	×		Part/50000000						X
HI	×		Part/50000000						×
ID	×		Part/50000000						×
IL	×		Part/50000000						×
IN	×		Part/50000000						×
IA	×		Part/50000000						×
KS	×		Part/50000000	,					×
KY	×		Part/50000000	·					×
LA	×		Part/50000000	-					×
ME	×		Part/50000000						×
MD	×		Part/50000000						×
MA	×		Part/50000000						×
МІ	×		Part/50000000						×
MN	×		Part/50000000	·					×
MS	×		Part/50000000						×

APPENDIX

1		2	3	,		4		5	
	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО	×		Part/50000000						×
МТ	×		Part/50000000	,			:		×
NE	×		Part/50000000						×
NV	×		Part/50000000						×
NH	×		Part/50000000						×
NJ	×		Part/50000000						×
NM			Part/50000000	1					×
NY	×		Part/50000000				-		×
NC	×		Part/50000000						×
ND	×		Part/50000000	·					X
ОН	×		Part/50000000						×
ОК	×		Part/50000000						×
OR	×	L	Part/50000000						x
PA	×		Part/50000000						×
RI	×		Part/50000000						×
SC	×		Part/50000000				 		×
SD	×		Part/50000000						X
TN	×		Part/50000000	:					×
TX	×		Part/50000000						×
UT	×		Part/50000000						×
VT	×		Part/50000000						×
VA	×		Part/50000000	:					×
WA	×		Part/50000000						×
wv	,×		Part/50000000						×
WI	×		Part/50000000						×

				APP	ENDIX		en e		1944.pg	
1	*	2 I to sell	3 Type of security and aggregate		4					
	investor	ccredited s in State -Item 1)	offering price offered in state (Part C-Item 1)	:	Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY	×		Part/50000000						×	
PR	×		Part/50000000						×	